

WYCHE, BURGESS, FREEMAN & PARHAM RECORDATION NO. 9899-125 filed 1425

C. GRANVILLE WYCHE
ALFRED F. BURGESS
C. THOMAS WYCHE
DAVID L. FREEMAN
JAMES C. PARHAM, JR.
JAMES M. SHOEMAKER, JR.
WILLIAM W. KEHL
CHARLES W. WOFFORD
LARRY D. ESTRIDGE
D. ALLEN GRUMBINE
CARY H. HALL, JR.
CARL F. MULLER

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

JAN 5 1979 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

POST OFFICE BOX 10207
44 EAST CAMPERDOWN WAY
CABLE ADDRESS: JURAL

TELEPHONE 803-242-3131

January 4, 1979

9-005A014

Mrs. Lee
Interstate Commerce Commission
Constitution Avenue
at 12th Street, N. W.
Room 1227
Washington, D. C. 20023

JAN 6 1979
Date
Fee \$ 10.00
ICG Washington, D. C.

Re: Management Agreement between Railroad
Boxcar Associates and National Railway
Utilization Corporation dated
December 11, 1978

Dear Mrs. Lee:

I enclose for filing under Section 20c of the Interstate
Commerce Act the following document:

Certificate of Acceptance dated December 29, 1978
for inclusion of thirty-eight (38) railroad boxcars
numbered NSL 155347 - NSL 155384 under the terms
of a Management Agreement dated December 11, 1978
between National Railway Utilization Corporation
and Railroad Boxcar Associates.

The Management Agreement was filed previously with the Inter-
state Commerce Commission on December 11, 1978 and bears recordation
number 9899.

The address of National Railway Utilization Corporation is
1100 Centre Square East, 1500 Market Street, Philadelphia, Pa. 19102.
The address of Railroad Boxcar Associates is c/o Saul D. Kronovet,
Esq., 425 Park Avenue, New York, N. Y. 10022.

I enclose a check in the amount of \$10.00 payable to the
Interstate Commerce Commission as the cost for filing this additional
instrument under a document previously recorded.

I also enclose five executed originals of the Certificate of
Acceptance. Please place one on file with your office, stamp the

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RECEIVED

Mrs. Lee
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Page Two

remaining Certificates and return them to me at the address on
this letterhead.

Sincerely,

A handwritten signature in cursive script, appearing to read "Carl Muller".

Carl F. Muller

CFM:bjm
enclosure

Interstate Commerce Commission

Washington, D.C. 20423

1/5/79

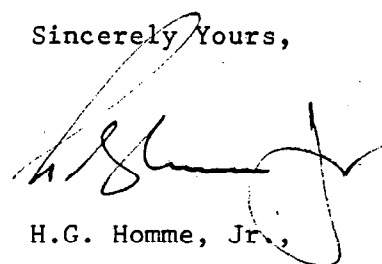
OFFICE OF THE SECRETARY

**Carl F. Muller
Wyche, Burgess, Freeman & Parham
P.O.Box 10207
44 East Camperdown Way
Greenville, South Carolina 29603**

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **1/5/79** at **12:15pm**, and assigned recordation number(s) **9899-A**

Sincerely Yours,


H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

CERTIFICATE OF ACCEPTANCE

RECORDATION NO. 98992 Filed 1425

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INTERSTATE COMMERCE COMMISSION

To: Railroad Boxcar Associates
425 Park Avenue
New York, N.Y.

The undersigned, being a duly authorized inspector for National Railway Utilization Corporation ("NRUC") as managing agent under a Management Agreement (the "Management Agreement") between the addressee and NRUC dated as of December 11, 1978, hereby certifies that he has made an inspection of thirty eight (38) boxcars bearing numbers and marks as follows (the "Boxcars"):

NSL 155347 - NSL 155384

Such Boxcars are 70 ton 50'6", rigid underframe, single sheath class XM boxcars and the above numbers and marks have been registered by NRUC (or a railroad controlled by NRUC) with the Association of American Railroads.

The undersigned has fully and finally accepted such Boxcars on behalf of the addressee as Owner and NRUC as managing agent, and has found that each of such Boxcars is plainly marked in stencil on both sides with the words:

"Ownership subject to a Security Agreement filed under the Interstate Commerce Act 20(c)".

in readily visible letters not less than one inch (1") in height; and that each of such Boxcars conforms to and fully complies with the terms of the Management Agreement and is in condition satisfactory to NRUC. Immediately upon execution hereof by NRUC, the Boxcars shall be managed by NRUC, as Managing Agent for Owner, pursuant to the Management Agreement.

The undersigned further represents and warrants on behalf of NRUC that:

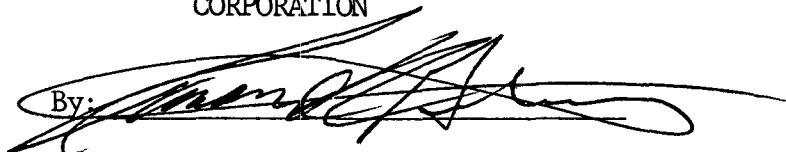
1. The Boxcars have been manufactured in accordance with specifications approved by NRUC and meet all standards required of boxcars of similar class by the Interstate Commerce Commission, the Department of Transportation and the Association of American Railroads.
2. The Boxcars bear the markings of a railroad owned or controlled by NRUC being the St. Lawrence Railroad.
3. The Boxcars will be first placed in service (within the meaning of Treasury Regulation 1.167(a)-11(e)(1)) on the date hereof immediately after acceptance thereof.

4. The original use of the Boxcars (within the meaning of Treasury Regulation 1.167(c)-1(a)(2)) shall commence with the addressee after acceptance thereof.

5. The Boxcars have been lettered with proper railroad markings and the name and/or other insignia used by such railroad.

6. The Boxcars are new property (as that term is used in Treasury Regulation 1.48-2(a)).

NATIONAL RAILWAY UTILIZATION
CORPORATION

By: 

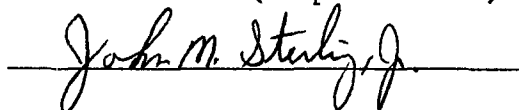
Date: December 29, 1978

The foregoing Certificate of Acceptance is hereby confirmed and acknowledged as the act and deed of National Railway Utilization Corporation as of the date thereof.

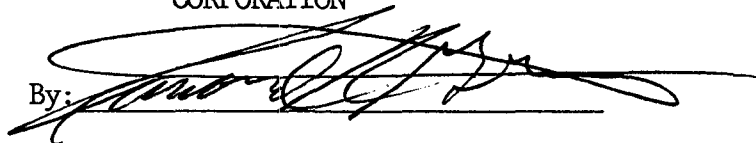
ATTEST:

NATIONAL RAILWAY UTILIZATION
CORPORATION

(Corporate Seal)



Title: Secretary

By: 

Title: Vice President

Date: December 29, 1978

STATE OF PENNSYLVANIA)
)ss:
COUNTY OF PHILADELPHIA)

On this 29th day of December, 1978, before me personally appeared Ronald K. Gooding, to me personally known, who, being by me duly sworn, says that he is the Vice-President of NATIONAL RAILWAY UTILIZATION CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial

Seal.

My Commission expires:

10/19/80

James H. Payne
Notary Public